

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

**DECLARATION OF HEATH D. ROSENBLAT IN FURTHER
SUPPORT OF MOTIONS TO DISMISS BANKRUPTCY CASES OF
FTX TRADING LTD. AND MACLAURIN INVESTMENTS LTD.
FILED BY PATRICK GRUHN, ROBIN MATZKE, AND LOREM IPSUM UG**

I, HEATH D. ROSENBLAT, pursuant to 28 U.S.C. § 1746, state and declare as follows:

1. I am (a) over 18 years of age, (b) an attorney with Morrison Cohen LLP, counsel to Patrick Gruhn, Robin Matzke, and Lorem Ipsum UG (collectively, “**LI Parties**”), (c) a member of the bar of the State of New York, and (d) admitted *pro hac vice* pursuant to an order of this Court.

2. I respectfully submit this reply declaration (“**Declaration**”) in further support of the LI Parties’ *Motion to Dismiss Bankruptcy Cases of FTX Trading Ltd. Filed by Patrick Gruhn, Robin Matzke, and Lorem Ipsum UG* [D.I. 3400] and *Motion to Dismiss Bankruptcy Cases of Maclaurin Investments Ltd. Filed by Patrick Gruhn, Robin Matzke, and Lorem Ipsum UG* [D.I. 3399] (jointly “**Motions**”). I have personal knowledge of the information set forth in this Declaration.

3. Attached as **Exhibit A** to this Declaration is a true and correct copy of the November 17, 2023 letter from me to Stephen Ehrenberg and Brian D. Glueckstein, counsel for FTX Trading Ltd. (“**FTXT**”) and Maclaurin Investment Ltd. (“**Maclaurin**”), requesting that they

provide me with the basis of FTXT and Maclaurin's authority to file chapter 11 proceedings and e-mail transmittal of same.

WHEREFORE, the LI Parties respectfully requests the Court grant the Motions and dismiss the FTXT and Maclaurin chapter 11 proceedings.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5th day of January, 2024 at New York, New York.

Heath D. Rosenblat
HEATH D. ROSENBLAT

EXHIBIT A



Heath D. Rosenblat
Partner
(212) 735-8757
hrosenblat@morrisoncohen.com

November 17, 2023

VIA E-MAIL

Stephen Ehrenberg, Esq. (EhrenbergS@sullcrom.com)
Brian D. Glueckstein, Esq. (gluecksteinb@sullcrom.com)
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004

Re: *FTX Trading Ltd., et al.* – Case No. 22-11068
FTX Trading Ltd. v. Lorem Ipsum UG, et al. – Adv. Pro. No. 23-50437

**SETTLEMENT COMMUNICATION SUBJECT TO FEDERAL
RULE OF EVIDENCE 408 AND ALL APPLICABLE EQUIVALENTS.**

Gentlemen:

As you are aware, we are co-counsel for defendants Patrick Gruhn, Robin Matzke, and Lorem Ipsum UG (collectively, “**LI Defendants**”) in the above-referenced adversary proceeding. We write in connection with your statements in *Plaintiffs’ Opposition to Defendant Brandon Williams’ Motion for a Protective Order Staying Discovery* [Adv. Pro. Dk. No. 42] (“**Stay Response**”) and related remarks at the hearing held on November 15, 2023 (“**Stay Hearing**”).

Specifically, in the Stay Response, Plaintiffs (*i.e.*, FTX Trading Ltd. and Maclaurin Investment Ltd.) stated in the Preliminary Statement that:

No attempt to contact the Debtors to inquire about corporate authority was made before these motions were filed.

Had an inquiry been made, the Defendants would have learned of this Court’s subject matter jurisdiction and the unassailable authority of Mr. Ray to authorize those chapter 11 petitions to be filed under local foreign law. These matters will be confirmed in connection with the Debtors’ response to the motions to dismiss filed in the Chapter 11 Cases.

Stay Response, at p.1. Further, at the Stay Hearing, counsel made remarks similar to the above-quoted language, and also explained that their response was being done (along with other tasks related to this adversary proceeding and the LI Defendants’ filings in the main proceeding) at significant cost to the debtors’ estates.



Stephen Ehrenberg, Esq.
Brian D. Glueckstein, Esq.
November 17, 2023
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We would like take you up on your offer made in the Stay Response to provide us with the basis for Mr. Ray's authority before you need to prepare and file responsive pleadings. If we missed something, this will enable us to understand our error and have the opportunity to take an appropriate position before the Court to save the estate and our clients the cost and expense, as well as save the Court from expending unnecessary time and resources reviewing what you believe are non-meritorious motions. We would be happy to discuss this on a Zoom conference at your earliest convenience and would appreciate any material you can send us in advance if you think that would make the discussion more productive.

This letter is not and should not be deemed a waiver or release of any of the LI Defendants' arguments in its motions to dismiss or otherwise. The LI Defendants reserve and preserve any and all rights, claims, causes of action, defenses, or remedies set forth in their motions to dismiss, at law, in equity, or otherwise, all of which are hereby reserved and preserved.

We look forward to hearing from you.

Sincerely Yours,

A handwritten signature in blue ink that reads 'Heath D. Rosenblat'. The signature is fluid and cursive, with a long horizontal stroke at the end.

Heath D. Rosenblat

Subject: FTX Trading Ltd./Maclaurin Investments Ltd. and FTX Trading v. Lorem Ipsum et al.

Date: 11/17/2023 5:38 PM

From: "Rosenblat, Heath D." <hrosenblat@morrisoncohen.com>

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Please see attached correspondence.



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he/him/his

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